

THE UNDERSIGNED PARTY enters into this Consent Decree in the matter of *United States and State of New Jersey v. Cornell-Dubilier Electronics, Inc.*, relating to the Cornell Dubilier Electronics Superfund Site.

FOR DEFENDANT CORNELL-DUBILIER
ELECTRONICS, INC.

Date: 7-31-2012


VICTOR WHITWORTH
Chief Financial Officer


Agent Authorized to Accept Service on Behalf of Above-signed Party:

Jonathan Ettinger, Esq.
Foley Hoag LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210-2600

18. Disputes. In the event a dispute should arise, the Escrow Agent shall be entitled to refrain from taking any action and shall be entitled to petition a court of competent jurisdiction for instruction.

IN WITNESS WHEREOF, the parties have caused this Escrow Agreement to be executed as an agreement under seal as of the date first written above.

CORNELL DUBILIER ELECTRONICS, INC.

By: 
Name: Victor Whitworth
Title: Chief Financial Officer

RBS CITIZENS

By: _____
Name: _____
Title: _____